SUPPLEMENT TO AMENDED AND RESTATED ASSIGNMENT OF LEASES

SUPPLEMENT NO. 1

TO

SCHEDULE 1

ANNEXED TO AMENDED AND RESTATED ASSIGNMENT OF LEASES,

DATED AS OF JUNE 30, 1989

BY

ACF INDUSTRIES, INCORPORATED ("ASSIGNOR")

JUL 1 3 1989 - 3 20 PM

ALECCORDANICM NOW

TO

NORSTAR BANK, ("BANK")

INTERSTATE COMMERCE COMMISSION

WHEREAS, Assignor and the Bank entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated June 30, 1989 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Bank has agreed to lend certain sums to Assignor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Assignor and the Bank entered into a certain Amended and Restated Assignment of Leases dated as of June 30, 1989 (the "Assignment");

WHEREAS, pursuant to the Loan Agreement, the Assignor is obligated from time to time to deliver to the Bank this Supplement to Amended and Restated Assignment of Leases and it is a condition precedent to the obligation of the Bank to make or maintain the Loans that Assignor shall execute and deliver to the Bank this Supplement to Amended and Restated Assignment of Leases;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule I to the Assignment is hereby amended by deleting therefrom the railroad equipment lease agreements covering or relating to the railroad rolling stock bearing the car numbers hereinafter listed, which lease agreements are hereby

released from the lien and assignment created under and pursuant to the Assignment:

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this the day of July, 1989.

ACF INDUSTRIES, INCORPORATED

Ву__

Name: Robert J. Mitchell

Title: Treasurer

NORSTAR BANK

BA/ P

Title

STATE OF NEW YORK)
: ss.:
COUNTY OF Liesters

On this ITH day of July, 1989, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 3 Woodland Drive, Woodbury, New York 11797, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Notary C

STATE OF NEW YORK)

COUNTY OF NEW YORK)

Quainia fiin year and a say

On this day of July, 1989, before me personally came Jackey to me known, who being to me duly sworn, did depose and say that he resides at 667 MAR WNY, that he is a Vice President of NORSTAR BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

JOSEPH CATARINA
NOTARY PUBLIC, State of New York
No. 31-4896080
Qualified in New York County

Commission Expires June 1, 194

SCHEDULE I

CAR NUMBERS	NO. OF CARS	AAR DESG.	COST
ACFX 41501-41600	100	C214	\$ 4,711,300
ACFX 65858-65862 65865-65866	8	C414	406,224
65869			\$ 5,117,524